

RECORDATION NO. 9324-B Filed 1425

FEB 12 1980 - 12 50 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. Filed 1475

FEB 12 1980 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 620976

0-043A032

FEB 12 1980

Date

Fee \$ 10.00

ICC Washington, D. C.

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February 11, 1980

Rec. No. 9324

Trailer Train Company

Conditional Sale Agreement Dated as of October 1, 1979  
10-378% Conditional Sale Indebtedness Due March 15, 1995

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303, I enclose herewith on behalf of Trailer Train Company, for filing and recordation seven (7) originals of the Thrall Car Manufacturing Company Bill of Sale dated January 21, 1980, which constitutes a partial release from Manufacturers' Agreement Supplement No. 1 dated as of October 1, 1979, and recorded with the Interstate Commerce Commission on October 9, 1979, as Recordation No. 9324-A.

The address of the party to the aforementioned Bill of Sale is:

Manufacturer:

Thrall Car Manufacturing Company  
Post Office Box 218  
Chicago Heights, Illinois 60401

The equipment covered by the aforementioned document consists of the following: 1 68', 100-ton capacity, hydraulic draft gear, flush deck flat car with bulkheads bearing car number TTPX-81660.

*Miss Lee -  
Not sure what the  
next step is.*

*John Mergenovich*

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the filing fee.

Please stamp all counterparts with your official recording stamp and retain one copy for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich

As Agent for Trailer Train Company

Ms. Agatha L. Mergenovich, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encl.

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Laurance V. Goodrich  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N. Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/12/80 at 12:50PM, and assigned re-recording number(s). 9324 AB

9324

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

FEB 12 1980 - 12 50 PM

THRALL CAR MANUFACTURING COMPANY  
BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THRALL CAR MANUFACTURING COMPANY, a Delaware corporation, ("Builder"), in consideration of the sum of \$1.00 and other good and valuable considerations, paid by MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent ("Assignee"), Assignee under Agreement and Assignment dated as of October 1, 1979, among the Builder, Pullman Inc. (Pullman Standard Division), Bethlehem Steel Corporation, and ACF Industries, Inc. ("Other Builders"), and Assignee ("Agreement and Assignment") by which the Builder assigned to the Assignee certain rights of the Builder under a Conditional Sale Agreement dated as of October 1, 1979, among the Builder, Other Builders, and Trailer Train Company ("Vendee") at or before the execution and delivery of these presents, the receipt of which consideration is hereby acknowledged does hereby confirm that it has granted, bargained, sold, transferred, and set over, and does hereby grant, bargain, sell, transfer and set over, unto the Assignee, its successors and assigns, all of the Builder's security interest in and to the following units of railroad equipment which have been delivered by the Builder pursuant to said Conditional Sale Agreement:

Description	Quantity	Car Numbers
68', 100-Ton capacity, hydraulic draft gear, flush deck flat cars with bulkheads; (AAR Mechanical Designation: FC)	82	See Attached Schedule A

And the Builder hereby warrants to the Assignee, the Vendee and their respective successors and assigns, that at the time of delivery of each of the abovementioned units of railroad equipment under said Conditional Sale Agreement the Builder had legal title thereto and good lawful right to sell each unit and the title to each unit was free and clear of all claims, lines, security interest and other encumbrances of any nature except only the rights created under said Conditional Sale Agreement and the Agreement and Assignment, and the Builder covenants that it will defend such title against the demands of all persons whomsoever based on claims originating prior to the delivery of such units by the Builder under the Conditional Sale Agreement.

IN WITNESS WHEREOF, the Builder has caused this Bill of Sale to be executed in its name by a duly authorized officer and its corporate seal hereunto affixed this 21st day of January, 1980.

THRALL CAR MANUFACTURING COMPANY  
a Delaware corporation

ATTEST:

By Jerome A. Thrall  
Vice President

Assistant Secretary

(Corporate Seal)

The Builder hereby releases its security interest in that unit of railroad equipment bearing car number TTPX-81660 under a Manufacturing Agreement Supplement No. 1 dated as of October 1, 1979 recorded with the Interstate Commerce Commission on October 9, 1979, at 10:50 A.M., Recordation No. 9324-A.

THRALL CAR MANUFACTURING COMPANY

By Jerome A. Thrall  
Vice President

Attest:

Assistant Secretary

State of Illinois )  
County of Cook ) SS.

I, Denna L. Knez, a Notary Public, do hereby certify that on the 21st day of January, 1980, before me personally appeared Jerome A. Thrall, to me personally known, who being by me duly sworn, says that he is Vice President of Thrall Car Manufacturing Company, and acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true. IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Denna L. Knez  
Notary Public

My commission expires: 1/81

EXHIBIT "A"

EIGHTY-TWO (82), 100-Ton capacity, hydraulic draft gear, flush deck flat cars with bulkheads;  
(AAR Mechanical Designation: FC)

TTPX - 81660, 81835, 81837 thru 81839, both incl., 81841 thru 81849, both incl., 81851, 81852, 81854 thru 81868, both incl., 81870 thru 81883, both incl., 81885, 81886, 81888 thru 81891, both incl., 81893 thru 81896, both incl., 81898 thru 81900, both incl., 81902 thru 81904, both incl., 81906 thru 81909, both incl., 81915, 81916, 81919, 81920, 81923 thru 81925, both incl., 81927 thru 81935, both incl. and 81942.